

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN, that the 19th Annual General Meeting of **DANGOTE SUGAR REFINERY PLC** (the Company) will be held at the Balmoral Convention Center, Federal Palace Hotel, 6-8, Ahmadu Bello Way, Victoria Island, Lagos at 11:00am prompt on Tuesday, 29th April, 2025 to transact the following businesses:

ORDINARY BUSINESS: BY ORDINARY RESOLUTION

1. To lay before the Meeting the Audited Financial Statements for the year ended 31st December, 2024, the Reports of the Directors, Auditors and the Statutory Audit Committee thereon.
2. To elect/re-elect Directors.
3. To authorise the Directors of the Company to fix the remuneration of the Auditors.
4. To disclose the remuneration of Managers.
5. To elect/re-elect Members of the Statutory Audit Committee.

SPECIAL BUSINESS: BY ORDINARY RESOLUTION

6. To disclose the age of Directors on the attainment of seventy (70) years.
7. To approve the remuneration of Directors.

SPECIAL BUSINESS: BY SPECIAL RESOLUTION

8. To consider and if thought fit, pass the following resolutions to amend the Company's Articles of Association and that the Directors be and are hereby authorised to take all necessary steps to give effect to the resolutions in compliance with extant laws and regulations:
 - a. That a new clause following clause 30 in the Company's Articles of Association be and is hereby included as follows, and subsequent clauses of the Articles be re-numbered seriatim:

"The Company may hold its General Meetings electronically and/or physically as the directors may from time to time decide."

- b. "That clause 33 (new clause 34) of the Company's Articles of Association be and is hereby amended by the inclusion of the words 'whether physical and/or virtual' to give effect to the new clause 31.

Dated this 28th day of March, 2025

BY ORDER OF THE BOARD



MRS. TEMITOPE HASSAN (FCIS)
COMPANY SECRETARY/LEGAL ADVISER
FRC/2017/PRO/NBA/002/00000016669

3RD FLOOR, GREENVIEW DEVELOPMENT NIG. LTD. BUILDING
TERMINALE, NPA
APAPA PORT COMPLEX, APAPA
LAGOS, NIGERIA

NOTES

1. Unclaimed Share Certificates and Dividend Warrants

All Shareholders are hereby informed that the Registrars of the Company are holding Share Certificates and Dividend Warrants which have been returned by the Post Office as 'unclaimed'. Some Dividend Warrants sent to shareholders registered addresses are yet to be presented for payment or returned to the Registrars for validation.

A schedule of the members who are yet to claim their dividends for previous years will be circulated to Shareholders along with the Annual Report & Financial Statements and published on the Company's website at www.sugar.dangote.com.

2. Statutory Audit Committee

In accordance with Section 404(6) of the Companies & Allied Matters Act 2020, any Shareholder may nominate a Shareholder for appointment to the Audit Committee. Such nomination should be in writing and reach the Company Secretary not later than 21 days before the Annual General Meeting.

The Nigerian Code of Corporate Governance 2018 stipulates that members of the Audit Committee should have basic financial literacy and should be able to read and understand financial statements. Thus, **a detailed Curriculum Vitae and copies of relevant credentials confirming the nominee's qualification should be submitted with each nomination.**

3. Election/Re-election of Directors

- 3.1 To ratify the appointments of Mr. Arnold Ekpe and Mrs. Yemisi Ayeni

appointed by the Board as Directors (Independent Non-Executive Directors) since the last General Meeting of the Company.

- 3.2 To re-elect the following Directors - Mr. Uzoma Nwankwo, Mr. Olakunle Alake and Alhaji Abdu Dantata retiring by rotation and being eligible, offer themselves for re-election pursuant to Article 62(b) & (c) of the Company's Articles of Association.

The profiles of all Directors are provided in the Annual Report and on the Company's website.

4. Disclosure on the Attainment of 70years

- Mr. Uzoma Nwankwo Non-Executive Director will attain the age of 70years in November, 2025, and wishes to disclose this at the Meeting.
- Mr. Arnold Ekpe is to be presented to the General Meeting for the ratification of his appointment as director and wishes to disclose that he attained the age of 70years in 2023.

5. Changes to the Company's Articles of Association

Previously, only private companies were allowed to hold their general meetings electronically. Section 240 (2) of the Companies and Allied Matters Act (CAMA) 2020 states that "A private Company may hold its general meetings electronically provided that such meetings are conducted in accordance with the Articles of the Company".

The Business Facilitation (Miscellaneous Provisions) Act 2022 (BFA) which amended some provisions of CAMA was promulgated to facilitate the ease of doing business in Nigeria. Section 11 of the BFA sanctions both private and public companies in Nigeria holding their general meetings electronically where authorized by their Articles of Association.

The amendment to the Company's Articles of Association seeks to:

- a. Incorporate a new clause following clause 30 which reads as follows, and subsequent clauses of the Articles be re-numbered seriatim:

"The Company may hold its General Meetings electronically and/or physically as the directors may from time to time decide."

- b. Amend clause 33 (new clause 34) by the inclusion of the words 'whether physical or virtual' to give effect to the new clause 31:

"A General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, whether physical and/or virtual, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in such a manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under regulations of the Company, entitled to receive such notices from the Company; PROVIDED that a General Meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed."

6. Rights of Shareholders to Ask Questions

Shareholders reserve the right to ask questions at the AGM and may submit their questions in writing prior to the meeting; such questions should be submitted to the Company ahead of the AGM in line with Rule 19.12(c) of the Listing Rules of the Nigerian Exchange Limited. The questions may be submitted by electronic mail to DSRCompanySecretariat@dangote.com

The Company's Annual Reports are available online for viewing and downloading from our website at www.sugar.dangote.com or the Registrars' website at www.veritasregistrars.com

7. Proxy

Only Members (Shareholders) of the Company entitled to attend and vote at the Annual General Meeting can appoint proxies to vote in their stead by completing the detachable Proxy Forms in the Annual Report. The duly executed Proxy Form should be stamped and deposited at the office of the Company's Registrars, Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos as shown on the Proxy Form, or sent to the Registrars by email to enquiry@veritasregistrars.com not later than 48 hours before the time appointed for the Meeting.

8. Viewing of the Proceedings of the Meeting

The Meeting will be streamed live online to enable Shareholders and other stakeholders who will not be attending the Meeting physically to follow the proceedings. The link for the live streaming of the Meeting will be made available on the Company's website at www.sugar.dangote.com at least 48hours before the meeting.

PROXY FORM

NINETEENTH (19TH) ANNUAL GENERAL MEETING TO BE HELD AT THE BALMORAL CONVENTION CENTRE, FEDERAL PALACE HOTEL, 6-8 AHMADU BELLO WAY, VICTORIA ISLAND, LAGOS, ON THE 29TH OF APRIL, 2025, AT 11:00 A.M PROMPT

I/WE*.....ofbeing Shareholder(s) of Dangote Sugar Refinery PLC hereby appointor failing him/her, the Chairman of the Meeting as my/our Proxy to act and vote for me/us on my/our behalf at the 19th Annual General Meeting of the Company to be held on the 29th of April, 2025 and at any adjournment thereof.

DATED THISDAY OF 2025

SHAREHOLDER'S SIGNATURE

	NO.	ORDINARY BUSINESS	FOR	AGAINST
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside	1.1.	To lay before the Meeting the Financial Statements for the year ended December 31, 2024, the Reports of the Directors, Auditors and the Audit Committee thereon .		
	2.	To elect the following Director: a. Mr. Arnold Ekpe b. Mrs. Yemisi Ayeni To re-elect the following retiring Directors a. Mr. Uzoma Nwankwo b. Mr. Olakunle Alake ; and c. Alh. Abdu Dantata	a. b.	a. b.
	3.	To authorize the Directors to fix the remuneration of the Auditors.		
	4.	To disclose the remuneration of Managers.	-	-
	5.	To elect/re-elect members of the Audit Committee		
	NO.	SPECIAL BUSINESS	FOR	AGAINST
	6.	To disclose the age of a Director on the attainment of the seventy (70) years.	-	-
	7.	To fix the remuneration of Directors.		
	8a.	To approve t hat a new clause following clause 30 in the Company's Articles of Association be and is hereby included as follows, and subsequent clauses of the Articles be re -numbered seriatim: <i>"The Company may hold its General Meetings electronically and/or physically as the directors may from time to tirne decide.</i>		
	8b.	"To approve t hat clause 33 (new clause 34) of the Company's Articles of Association be and is hereby amended by the inclusion of the words ' <i>whether physical and/or virtual</i> ' to give effect to the new clause 31.		
Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.				

This Proxy Form should **NOT** be completed and sent to the Registrar's office if the member will be attending the meeting.

NOTES

- Please sign this Proxy Form and deposit it at the office of the Company's Registrars Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos or send to the Registrars by email to enquiry@veritasregistrars.com not later than 48 hours before the time appointed for the Meeting.
- If the Shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some Officers or an Attorney duly authorized.
- The Proxy must produce the Admission Card sent with the Notice of the Meeting to gain entrance to the meeting.
- By virtue of the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004, any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of Shareholders must be stamped by the Commissioner for Stamp Duties.

Before posting this form, please tear off this part and retain it for admission to the Meeting.

ADMISSION CARD

I, Mr./Mrs./Miss

*Please complete in BLOCK LETTERS

ACCOUNT NO.:
SHAREHOLDER'S NAME:
No. OF SHARES:

Please admit..... to the 19th Annual General Meeting of Dangote Sugar Refinery PLC, to be held at **Balmoral Convention Centre, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos, on the 29th of April, 2025 at 11:00am.**

Signature of Person Attending:
Proxy () Shareholder () [Please tick appropriate box]

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRAR.

The Shareholder or his /her/its proxy is required to produce this Admission Card in order to obtain entrance to the Annual General Meeting.

Please be advised that to enable a Proxy gain entrance to the Meeting, the Proxy Form should be duly completed and delivered to the office of the Registrars, **VERITAS REGISTRARS not later than 48 hours before the time fixed for the meeting.**